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UBER TECHNOLOGIES, INC.
and OTTOMOTTO LLC

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

WAYMO LLC,

Plaintiff,

v.

UBER TECHNOLOGIES, INC.,
OTTOMOTTO LLC; OTTO TRUCKING LLC,

Defendants.

Case No. 3:17-cv-00939-WHA

**DEFENDANTS UBER
TECHNOLOGIES, INC. AND
OTTOMOTTO LLC'S
ADMINISTRATIVE MOTION TO
FILE UNDER SEAL THEIR
RESPONSE TO WAYMO'S OFFER
OF PROOF**

Pursuant to Civil Local Rules 7-11 and 79-5, Defendants Uber Technologies, Inc. and Ottomotto LLC (“Defendants”) submit this motion for an order to file under seal their Response to Waymo’s Offer of Proof. Specifically, Defendants request an order granting leave to file under seal the following confidential documents:

Document	Portions to Be Filed Under Seal	Designating Party
Response to Waymo’s Offer of Proof (“Response”)	Highlighted Portions	Defendants (Blue) Plaintiff (Green)
Exhibit 2	Blue highlights	Defendants
Exhibit 3	Green highlights	Plaintiff
Exhibit 5	Blue highlights	Defendants
Exhibit 6	Blue highlights	Defendants
Exhibit 7	Blue highlights	Defendants
Exhibit 8	Blue highlights	Defendants
Exhibit 10	Entire document	Plaintiff
Exhibit 17	Blue highlights	Defendants
Exhibit 18	Blue highlights	Defendants
Exhibit 22	Blue highlights	Defendants
Exhibit 24	Entire document	Plaintiff
Exhibit 25	Blue highlights	Defendants
Exhibit 27	Blue highlights	Defendants
Exhibit 28	Entire document	Collier Law Firm Defendants (blue highlights)
Exhibit 29	Entire document	Defendants
Exhibit 31	Entire document	Defendants
Exhibit 33	Blue highlights	Defendants

Exhibit 37	Blue highlights	Defendants
Exhibits 38-49	Entire documents	Plaintiff
Exhibit 50	Entire document	Defendants
Exhibit 56	Blue highlights	Defendants
Exhibits 55, 57, 59	Entire documents	Plaintiff
Exhibits 65-66	Entire document	Defendants
Exhibit 68	Entire document	Defendants
Exhibit 69	Entire document	Defendants
Exhibit 71	Entire document	Plaintiff
Exhibit 72	Blue highlights	Defendants
Response to Waymo's Appendix A	Blue highlights	Defendants

The blue highlights on page 146 of Exhibit 2 and page 173 of Exhibit 5 contain references to confidential third party vendors or consultants Uber used to conduct analysis. Defendants request this information be sealed to protect this confidential business relationship from disclosure and these third party vendors or consultants from possible harassment. (Declaration of Michelle Yang in Support of Defendants' Administrative Motion to File Documents Under Seal ("Yang Decl.") ¶ 3.)

The blue highlights on pages 46, 58, 81, and 172 of Exhibit 5, page 126 of Exhibit 7, page 240 of Exhibit 22, and the entireties of Exhibits 29, 31, 50, 65, 66, 68, and 69 contain highly confidential information concerning Defendants' self-driving industry business strategy, the identity of certain third party competitors, research objectives, research results, financial numbers regarding research budgets, and confidential business negotiations. This information has been maintained as confidential. Disclosure of this information would allow competitors to understand Uber's business strategy in the self-driving industry, including what information Uber possesses

1 and considers, such that competitors could tailor their own business strategy to the detriment of
2 Uber's competitive standing. (Yang Decl. ¶ 4.)

3 The blue highlights on on page 16 of the Response, page 196 of Exhibit 5, pages 65 and
4 125-126 of Exhibit 8, pages 135, 143, 148, 240, and 313 of Exhibit 22, and page 4 of Exhibit 28
5 contain references to the same type of confidential material for which the Court granted sealing in
6 its November 29, 2017 Order and December 13, 2017 Order, which are reflected in the public
7 refiling of Exhibit B to Dkt. 2307-2 at Dkt. 2401-2. (Dkt. 2307-2; Dkt. 2382; Dkt. 2401-2.)
8 These blue highlights in all these exhibits similarly contain information that implicates the safety,
9 privacy, and reputational interests of former and current Uber employees and vendors, as well as
10 various third-party individuals and entities. (Yang Decl. ¶ 5.)

11 The blue highlights on pages iii and 63-64 of the Response, pages 154-165 of Exhibit 6,
12 pages 245-290 of Exhibit 18, and the Response to Waymo's Appendix A contain highly
13 confidential information relating to a data governance program that was never implemented at
14 Uber but which was intended to effectively manage the data, documents, and email generated by
15 the company and to identify what information needed to be retained. This information has been
16 maintained as confidential. Public disclosure of this information would reveal internal
17 technology and confidential business procedures, to the detriment of Uber's competitive standing.
18 (Yang Decl. ¶ 6.)

19 The blue highlights on page 235 of Exhibit 17, pages 169, 170, 204, 205, and 207 of
20 Exhibit 18, and page 226 of Exhibit 27 contain current and former employee names and identities,
21 and Uber requests that this information be kept confidential in order to protect the privacy of
22 individuals currently or formerly at a company that is subject of extensive media coverage, in
23 order to protect them from harm or harassment. Uber's request is narrowly tailored to names and
24 identities that have not been made public with respect to this subject matter. (Yang Decl. ¶ 7.)

25 The blue highlights on pages 237-241 of Exhibit 17, and page 346 of Exhibit 27 contain
26 highly confidential information regarding internal communications among company employees
27 relating to internal investigations. Similar to the information sealed in accordance with the
28 Court's November 29, 2017 and December 13, 2017 Orders, these exhibits contain information

1 that could implicate the safety, privacy, and reputational interests of former and current Uber
2 employees. Defendants request sealing of this information to protect these interests. (Yang Decl.
3 ¶ 8.)

4 The blue highlights on pages 38 and 63-64 of the Response, pages 256-290 of Exhibit 18
5 and blue highlights of Exhibit 72 contain confidential information regarding certain confidential
6 proceedings between Uber and certain former employees. The details regarding these
7 proceedings have been maintained as confidential by Uber. Uber requests that this information be
8 kept sealed in accordance with agreements between parties to these proceedings, and in order to
9 protect the privacy of these former employees. (Yang Decl. ¶ 9.)

10 The blue highlights on page 374 of Exhibit 2, blue highlights in Exhibit 33, blue
11 highlights in Exhibit 37, and parts of Exhibits 29, 33, 65, 66, 68, and 69 contain email addresses
12 and/or telephone numbers, including personal telephone numbers, of current and former Uber
13 employees. The blue highlights of Exhibit 25 contain an address of a company that is not public
14 knowledge. Uber requests that this contact information be kept confidential in order to protect
15 current and former Uber employees from harm or harassment. (Yang Decl. ¶ 10.)

16 The blue highlights of Exhibit 56 contain highly confidential information regarding
17 references to third party vendors, including those under NDAs with Uber. Defendants request
18 this information be kept sealed in order to protect the confidentiality of these business
19 relationships. (Yang Decl. ¶ 11.)

20 The entirety of Exhibit 28 was designated confidential by the Collier Law Firm. The
21 green-highlighted portions of the Response and Exhibit 3, and the entireties of Exhibits 10, 24,
22 38-49, 55, 57, 59, and 71 contain information that has been designated “Highly Confidential –
23 Attorneys’ Eyes Only” or “Confidential” by Waymo in accordance with the Patent Local Rule 2-
24 2 Interim Model Protective Order (“Protective Order”), which the parties have agreed governs
25 this case (Transcript of 3/16/2017 Hearing, page 6). Defendants file all this material under seal in
26 accordance with Paragraph 14.4 of the Protective Order. (Yang Decl. ¶ 12.)

27 Defendants do not believe that the green-highlighted portions of page 15-16 of the
28 Response and the entireties of Exhibits 10, 24, 42, 43, 44, 45, 47, 59, and 71 merit sealing, but

1 Defendants file this material under seal in order to provide Waymo the opportunity to justify
2 sealing pursuant to Local Rule 79-5. (Yang Decl. ¶ 13.)

3 Pursuant to Civil Local Rule 79-5(d)(2), Defendants will lodge with the Clerk the
4 documents at issue, with accompanying chamber copies.

5 Defendants served Waymo with this Administrative Motion to File Documents Under
6 Seal on January 19, 2018.

7 For the foregoing reasons, Defendants request that the Court enter the accompanying
8 Proposed Order granting Defendants' Administrative Motion to File Documents Under Seal and
9 designate the service copies of these documents as "HIGHLY CONFIDENTIAL –
10 ATTORNEYS' EYES ONLY."

11
12 Dated: January 19, 2018

MORRISON & FOERSTER LLP

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14 By: /s/ Arturo J. González
Arturo J. González

15 Attorneys for Defendants
16 UBER TECHNOLOGIES, INC. and
17 OTTOMOTTO LLC
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